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October 2, 2001

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Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

RE: SPECIALIZED TRANSPORTATION RESOURCES, INC. ARTICLES OF INCORPORATION

Dear Secretary of State:

Enclosed please find an original and one copy of the Articles of Incorporation and Designation of Registered Agent to be filed with your office. Also enclosed you will find my business check in the amount of \$70.00 to cover the filing fee for these documents. Please file the Articles of Incorporation and return one stamped copy of the Articles in the enclosed self-addressed, stamped envelope.

If you have any questions, please feel free to contact my office. Otherwise, I thank you for your cooperation and prompt attention to this matter.

Very truly yours

TULA MICHELE HAFF

TMH/keu Enclosures:

cc: Brett Walker

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## CES, INC.

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### ARTICLES OF INCORPORATION OF SPECIALIZED TRANSPORTATION RESOURCES, INC.

#### **ARTICLE I - NAME**

This name of this Corporation is SPECIALIZED TRANSPORTATION RESOURCES, INC.

#### **ARTICLE II - DURATION**

The corporation shall have a perpetual existence.

#### **ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities of business permitted under the Laws of the United States and Florida.

#### **ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of one dollar (\$1.00) per share.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 1907 Garden Lake Drive, Winter Haven, Florida 33884 and the initial registered agent of this corporation at such office shall be Brett Walker, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

#### <u>ARTICLE VI - PRINCIPAL PLACE OF BUSINESS</u>

The principal place of business shall be 1907 Garden Lake Drive, Winter Haven, Florida 33884.

#### **ARTICLE VII - CONFLICT OF INTEREST**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are peculiarly or otherwise interested in, or are directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniary or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm who is so interested

shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

#### ARTICLE VIII - CORPORATE AND STOCKHOLDER DEBT

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

#### **ARTICLE IX – INDEMNIFICATION**

This Corporation shall indemnify and insure its officers and Directors, and any former officers and directors, to the fullest extent permitted by law, either now or hereafter.

#### **ARTICLE X - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one (1) and up to ten (10) members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than (10).

The names and addresses of the directors constituting the initial Board of Directors are:

Name

Address

BRETT WALKER

1907 Garden Lake Drive Winter Haven, Florida 33884

#### **ARTICLE XI - INCORPORATOR**

The name and street address of the persons signing these Articles of Incorporation

are:

Name

Address

**BRETT WALKER** 

1907 Garden Lake Drive Winter Haven, Florida 33884

RETT WALKER

#### STATE OF FLORIDA COUNTY OF POLK

The foregoing Articles of Incorporation of SPECIALIZED TRANSPORTATION RESOURCES, INC., were signed before me \_\_\_\_\_\_\_ day of October 2001, by BRETT WALKER as Incorporator, and who produced \_\_\_\_\_\_ Float close \_\_\_\_\_\_\_ as identification.

Karen Uptain
Notary Public-State of Florida at Large

<u>Karen Uptain</u>
Printed Name of Notary
My Commission Expires:

#### ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for SPECIALIZED TRANSPORTATION RESOURCES, INC., at the place designated in the Articles of Incorporation, 1907 Garden Lake Drive, Winter Haven, Florida 33884, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

DATED this 2 day of October 2001.

BRETT WALKER

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SECRETARY OF STATE
TAIL AHASSEF FLORIDA